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*Special Securitization Transactional
and Litigation Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
)

**SUMMARY OF THIRD INTERIM APPLICATION OF ORRICK, HERRINGTON &
SUTCLIFFE LLP AS SPECIAL SECURITIZATION TRANSACTIONAL AND
LITIGATION COUNSEL FOR THE DEBTORS FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
JANUARY 1, 2013 THROUGH APRIL 30, 2013**

This is a(n): monthly interim final application.

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP ("Applicant")
Authorized to Provide Professional Services to:	Residential Capital, LLC, <i>et al.</i> (collectively, the "Debtors")
Date of Retention:	Order entered on July 27, 2012 retaining Applicant <i>nunc pro tunc</i> to May 14, 2012
Period for which Compensation and Reimbursement is sought:	January 1, 2013 through April 30, 2013 (the "Application Period")
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$241,619.73
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$558.40
Total Fees & Expenses:	\$242,178.13
Prior Interim Applications:	First Quarterly for the Time Period of May 14 - August 31, 2012 in the amount of fees of \$733,357.07 and expenses of \$678.12
	Second Quarterly for the Time Period of September 1 – December 31, 2012 in the amount of fees of \$674,764.98 and expenses of \$611.43

SUMMARY OF MONTHLY FEE STATEMENTS FOR THE APPLICATION PERIOD

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
3/1/13	1/1/13-1/31/13	\$108,904.07	\$335.50	\$79,676.66	\$335.50	\$21,780.81
4/18/13	2/1/13-2/28/13	\$107,837.98	\$79.40	\$0.00	\$0.00	\$21,567.59
4/23/13	3/1/13-3/31/13	\$16,069.74	\$78.00	\$0.00	\$0.00	\$3,213.94
5/14/13	4/1/13-4/30/13	\$8,807.94	\$65.50	\$0.00	\$0.00	\$1,761.58
TOTAL	1/1/13-4/30/13	\$241,619.73	\$558.40	\$79,676.66	\$335.50	\$48,323.92

**SUMMARY OF PROFESSIONAL SERVICES RENDERED
BY PROFESSIONAL FOR THE APPLICATION PERIOD**

Name of Professional	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners/Of Counsel				
Katharine I. Crost	Structured Finance 1978	\$874.00	0.40	\$349.60
Daniel J. Dunne	Securities Litigation & Regulatory Enforcement 1985	\$741.00	3.10	\$2,297.10
Martin B. Howard	Structured Finance 1986	\$731.50	64.60	\$47,254.90
Stephen J. Jackson	Tax 1996	\$736.25	14.90	\$10,970.16

Name of Professional	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Dora Y. Mao	Structured Finance 1987	\$660.25	4.00	\$2,641.01
Thomas C. Mitchell	Restructuring 1985	\$790.00	2.70	\$2,133.00
John Narducci	Tax 1988	\$850.25	0.60	\$510.15
Kenneth Whyburn	Tax 1980	\$755.24	0.30	\$226.57
Associates				
Duane K. Beasley	Structured Finance 2000	\$612.75	126.70	\$77,635.50
Dennis M. Bent	Structured Finance 2005	\$451.25	123.80	\$55,864.90
James Drury-Smith	Emerging Companies 2005	\$489.25	0.30	\$146.78
John A. Farmer	Banking & Debt Capital Markets 2004	\$342.00	15.40	\$5,266.80
Debra L. Felder	Restructuring 2002	\$617.50	44.70	\$27,602.25
Paralegals/Paraprofessionals				
Debra O. Fullem	Bankruptcy Research Specialist	\$256.50	27.20	\$6,976.80
Margaret A. Goetz	Paralegal	\$242.25	5.20	\$1,259.71
Gerald L. Willey	Senior Paralegal	\$285.00	1.70	\$484.50

Name of Professional	Department and Licensure	Hourly Billing Rate	Total Hours Billed	Total Compensation
Total Professional Hours and Fees			435.60	\$241,619.73
Total Hourly Blended Rate (excluding paralegals/paraprofessionals)				\$580.07 (\$232,898.72/ 401.50 hrs = \$580.07)

SUMMARY OF EXPENSES INCURRED DURING THE APPLICATION PERIOD

Expense Category	Amount
CourtCall	\$250.00
Court Filing Fee	\$200.00
Hand Delivery	\$29.00
Pacer	\$79.40
Total	\$558.40

**SUMMARY OF PROFESSIONAL SERVICES RENDERED
BY PROJECT CATEGORY DURING THE APPLICATION PERIOD**

Task Code	Matter Description	Total Billed Hours	Total Compensation
141	PSA Amendments	306.40	\$172,506.57
142	General Bankruptcy Administration	1.20	\$765.70
143	Retention	4.60	\$2,299.00
144	Compensation	68.20	\$32,321.85
146	Securitization Questions	4.10	\$2,785.89
148	Resolution of Pre-Bankruptcy Transactions	47.90	\$28,645.04
150	Non-Securitization Issues	3.20	\$2,295.68
Total Hours & Fees Incurred		435.60	\$241,619.73